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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER REDUCING AND
ALLOWING CLAIM NUMBER 13183 (YAZAKI NORTH AMERICA, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delphi Mechatronics Systems, Inc. ("Mechatronics"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Yazaki North America, Inc. ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Reducing And Allowing Claim Number 13183 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Claimant timely filed proof of claim number 13183 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,084,784.98 and a claim secured by right of setoff in the amount of \$399,727.94 (the "Claim").

WHEREAS, the books and records of the Debtors reflect a prepetition payment obligation from Claimant to the Debtors (the "Receivable") of \$201,834.27.

WHEREAS, on or about April 12, 2006, Claimant asserted rights of setoff and/or recoupment under section 553 of the Bankruptcy Code in the amount of \$384,734.18 (the "Setoff Request").

WHEREAS, On October 29, 2007 the Debtors objected to the Claim pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, Claims Subject to Modification that are Subject to Prior Orders, and Modified Claims Asserting Reclamation that are Subject to Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection").

WHEREAS, to resolve the Setoff Request and Receivable, DAS LLC and Claimant have agreed to enter into a Settlement Agreement dated as of October 29, 2008 (the "Settlement Agreement"); and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

WHEREAS, pursuant to the Settlement Agreement, the Claim shall be allowed as a general unsecured claim in the amount of \$355,869.93 against DAS and as a general unsecured claim against Mechatronics in the amount of \$28,864.18; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed as a general unsecured claim in the amount of \$355,869.93 against DAS and as a general unsecured claim against Mechatronics in the amount of \$28,864.18.

Dated: New York, New York
November 12, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
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Dated: New York, New York
October 30, 2008

YAZAKI NORTH AMERICA, INC.
By its counsel
HODGSON RUSS LLP
By:

/s/ Stephen H. Gross

STEPHEN H. GROSS
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SO ORDERED

This 3rd day of December, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE